

RECORDATION NO. 9246-1 Filed & Recorded

APR 3 1978-12 15 AM

INTERSTATE COMMERCE COMMISSION

RICHMOND LEASING COMPANY  
777 South Post Oak Road  
Suite 777  
Houston, Texas 77056

RECORDATION NO. 9246-1 Filed & Recorded

APR 3 1978-12 15 AM

INTERSTATE COMMERCE COMMISSION

RECEIVED  
APR 3 12 13 PM '78  
CERTIFICATION UNIT

April 3, 1978

Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

Gentlemen:

In accordance with the provisions of Section 20c of the Interstate Commerce Act and Rules and Regulations of the Interstate Commerce Commission ("ICC") thereunder, there is submitted herewith for filing and recordation an Assignment and a Bill of Sale of the railroad cars used or intended for use in connection with interstate commerce as follows:

1. Three (3) executed counterparts of an Assignment dated as of April 3, 1978, by and between Richmond Leasing Company (Assignor) and Mercantile National Bank at Dallas (Assignee); and

2. Three (3) executed counterparts of a Bill of Sale dated as of April 3, 1978, between Richmond Leasing Company and Mercantile National Bank at Dallas.

The address of Richmond Leasing Company is 777 South Post Oak, Houston, Texas 77056, and the address of Mercantile National Bank at Dallas is 1704 Main Street, Dallas, Texas 75201.

The equipment covered by the Assignment and the Bill of Sale is described in Exhibit A hereto.

The Assignment and Bill of Sale have been executed in connection with an Equipment Trust Agreement dated as of February 1, 1978, and filed with the Interstate Commerce Commission on February 22, 1978, and which has been assigned the following recordation number: 9246.

Enclosed is a check to cover the recordation fee.

You are hereby authorized to deliver one executed copy of the Assignment and Bill of Sale, with filing data noted

3-093A245

Counterpart Susan Hammer

Secretary  
Interstate Commerce Commission  
April 3, 1978  
Page -2-

thereon, following recordation, to the representative of Messrs. Dewey, Ballantine, Bushby, Palmer & Wood, who is delivering this letter and said enclosures to you.

Very truly yours,

RICHMOND LEASING COMPANY

By

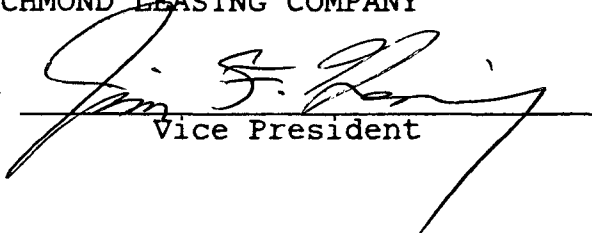
  
Vice President

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
15 tank cars	DOT 105A300W	34,000	RTMX 4599-4613

**Interstate Commerce Commission**  
**Washington, D.C. 20423**

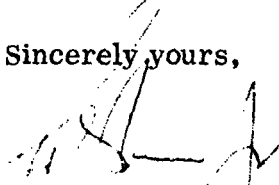
**OFFICE OF THE SECRETARY**

**Mr. Jim Herring  
Richmond Leasing Company  
777 South Post Oak Road Suite 77  
Houston, Texas 77056**

Dear

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on **4/3/78** at **12:15** ,  
and assigned recordation number(s) **9246-C, 9246- D**

Sincerely yours,

  
**H.G. Homme, Jr.**  
Acting Secretary

Enclosure(s)

RICHMOND LEASING COMPANY  
Equipment Trust, Series 12

RECORDATION NO. 9246 *C.* Filed & Recorded

APR 8 1978 - 12 15 AM

INTERSTATE COMMERCE COMMISSION

Bill of Sale

THIS AGREEMENT, dated the 3rd day of April, 1978, by and between Richmond Leasing Company, a corporation organized and existing under the laws of the State of Delaware (hereinafter called "Seller"), and Mercantile National Bank at Dallas, a national banking association incorporated and existing under the laws of the United States, as Trustee (hereinafter called "Buyer"), pursuant to Equipment Trust Agreement dated as of February 1, 1978, by and between Seller and Buyer.

In consideration of \$10.00 in hand paid and other good and valuable consideration, receipt of which is hereby acknowledged, Seller does hereby sell and convey to the Buyer the railroad cars described in Exhibit A attached hereto and made a part hereof for all purposes.

Seller hereby warrants that it has title to the described property and that the described property is free from all liens and encumbrances (including any leasehold interest) other than the Existing Leases described in the attached Exhibit B; and Seller further agrees to forever

warrant and defend the title to the described property unto Buyer, its successors and assigns, against all lawful claims.

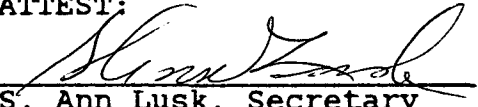
RICHMOND LEASING COMPANY

By

  
Donald E. Jessie, President

(SEAL)

ATTEST:

  
S. Ann Lusk, Secretary

THE STATE OF TEXAS §

COUNTY OF HARRIS §

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this day personally appeared DONALD E. JESSIE, President of Richmond Leasing Company, known to me to be the person and officer whose name is subscribed to the foregoing instrument, and acknowledged to me that the same was the act of Richmond Leasing Company, a corporation, and that he executed the same as the act of such corporation for the purposes and consideration therein expressed, and in the capacity therein stated.

GIVEN UNDER MY HAND AND SEAL OF OFFICE this the 29 3  
day of April, 1978.


  
Notary Public In and For  
Harris County, T E X A S

EXHIBIT A

<u>Quantity and Type</u>	<u>Class</u>	<u>Capacity in Gallons</u>	<u>Initialed Car Numbers</u>
15 tank cars	DOT 105A300W	34,000	RTMX 4599-4613

EXHIBIT B

EXISTING LEASES

1. Tank Car Lease and Service Contract dated June 18, 1977, between Richmond Leasing Company and Aeropres Corporation, including Rider No. 1 thereto dated June 18, 1977, and Rider No. 2 thereto dated June 18, 1977, covering the following described railroad tank cars:

<u>Number of Cars</u>	<u>Type</u>	<u>Car Numbers</u>
15	34,000 gallon DOT 105A300W	RTMX 4599 thru 4613